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BEFORE THE ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION
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Arizona Corporation Commission

DOCKETED

OCT 16 2008

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In the matter of:

HELMUT WEBER (d/b/a Weber Capital Management) and VERA WEBER, husband and wife,

Respondents.

DOCKET NO. S-20623A-08-0477

RESPONDENTS HELMUT AND VERA WEBER'S ANSWER

Respondents Helmut Weber (d/b/a Weber Capital Management) ("Mr. Weber") and Vera Weber ("Ms. Weber") (collectively "Respondents") submit their Answer to the Temporary Order to Cease and Desist and Notice of Opportunity for Hearing (the "Notice"). Respondents respond to the numbered paragraphs of the Notice as follows:

I.

JURSDICTION

1. Respondents deny the allegations in paragraph 1 of the Notice.

II.

RESPONDENTS

2. Respondents admit the allegations in paragraph 2 of the Notice.
3. Respondents admit that Vera Weber is Helmut Weber's spouse. The remaining allegations in paragraph 3 require no response.
4. Respondents deny the allegations in paragraph 4 of the Notice.

III.

6. The allegations in paragraph 6 of the Notice contain an incomplete, inaccurate and misleading statement of both the facts and law, and are therefore denied.

7. The allegations in paragraph 7 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

9. Respondents deny the allegations in paragraph 9 of the Notice.

10. Respondents deny the allegations in paragraph 10 of the Notice.

11. The allegations in paragraph 11 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

12. The allegations in paragraph 12 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

13. The allegations in paragraph 13 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

14. The allegations in paragraph 14 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

15. The allegations in paragraph 15 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

16. The allegations in paragraph 16 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

18. The allegations in paragraph 18 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

19. The allegations in paragraph 19 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

20. The allegations in paragraph 20 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

21. The allegations in paragraph 21 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

22. The allegations in paragraph 22 of the Notice contain an incomplete, inaccurate and misleading statement of the facts, and are therefore denied.

IV.

**VIOLATION OF A.R.S. § 44-1841
(Offer and Sale of Unregistered Securities)**

23. Respondents deny the allegations in paragraph 23 of the Notice.

24. Respondents deny the allegations in paragraph 24 of the Notice.

25. Respondents deny the allegations in paragraph 25 of the Notice.

V.

VIOLATION OF A.R.S. § 1842
(Transactions by Unregistered Dealers or Salesmen)

26. Respondents deny the allegations in paragraph 26 of the Notice.

27. Respondents deny the allegations in paragraph 27 of the Notice.

VI.

**VIOLATION OF A.R.S. § 44-1991
(Fraud in Connection with the Offer or Sale of Securities)**

28. Respondents deny the allegations in paragraph 28 of the Notice.
29. Respondents deny the allegations in paragraph 29 of the Notice.
30. Respondents deny each and every allegation not specifically admitted.

AFFIRMATIVE DEFENSES

The following affirmative defenses nullify any potential claims asserted by the Division.

Respondents reserve the right to amend this Answer to assert additional defenses after completion of discovery.

First Affirmative Defense

No violation of the Arizona Securities Act occurred because the program at issue is not a security.

Second Affirmative Defense

Because the program at issue is not a security, the Arizona Securities Division has no jurisdiction to bring this action and the action should be dismissed.

Third Affirmative Defense

The Notice fails to state a claim upon which relief can be granted.

Fourth Affirmative Defense

The Division has failed to plead fraud with reasonable particularity as required by Rule 9(b) of the Arizona Rules of Civil Procedure.

Fifth Affirmative Defense

Respondents did not know and in the exercise of reasonable care could not have known of any alleged untrue statements or material omissions as set forth in the Notice.

Sixth Affirmative Defense

Respondents did not act with the requisite scienter.

Seventh Affirmative Defense

Respondents did not employ a deceptive or manipulative device in connection with the purchase or sale of any security.

Eighth Affirmative Defense

Respondents did not violate A.R.S. § 44-1991.

Ninth Affirmative Defense

Individuals purchasing the program at issue suffered no injuries or damages as a result of Respondents alleged acts.

Tenth Affirmative Defense

Purchasers of the program at issue approved and/or authorized and/or directed all of the transactions at issue.

Eleventh Affirmative Defense

If the program at issue was a security it was exempt from registration and/or sold in an exempt transaction.

Twelfth Affirmative Defense

This proceeding before the Arizona Corporation Commission denies Respondents essential due process and is lacking in fundamental fairness. Respondents' constitutional rights will be further denied if they are not afforded trial by jury of this matter.

Thirteenth Affirmative Defense

The Division cannot meet the applicable standards for any of the relief it is seeking in the Notice.

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Fourteenth Affirmative Defense

Respondents did not offer or sell securities within the meaning of the Arizona Securities Act.

Fifteenth Affirmative Defense

Restitution is not an appropriate remedy.

Sixteenth Affirmative Defense

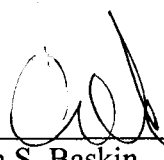
To the extent an award of restitution is appropriate, the Commission should use its discretion to reduce the amount, if any, Respondents must pay.

Seventeenth Affirmative Defense

Respondents allege such other affirmative defenses set forth in the Arizona Rules of Civil Procedure 8(c) as may be determined to be applicable during discovery.

RESPECTFULLY SUBMITTED this 16th day of October, 2008.

BADE & BASKIN PLC

By 
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ORIGINAL and thirteen copies of the foregoing
filed this 16th day of October, 2008 with:


Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

COPY of the foregoing hand-delivered
this 16th day of October, 2008 to:

Matthew J. Neubert
Director of Securities
Securities Division
Arizona Corporation Commission
1300 W. Washington Street, 3rd Floor
Phoenix, AZ 85007

COPY of the foregoing mailed
this 16th day of October, 2008 to:

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Securities Division
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